

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person -*		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
SCHWAN AXEL MR		Restaurant Brands International Inc. [QSR]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Pres., Tim Hortons Americas	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
130 KING STREET WEST, SUITE 300		6/30/2020			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
TORONTO, A6 M5X 1E1				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares								15176	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Exchangeable Units	(1)							(1)	(1)	Common Shares	2539		2539	D		
Option (right to buy)	\$42.26							(2)	3/5/2025	Common Shares	21769		21769	D		
Option (right to buy)	\$42.26							(2)	3/5/2025	Common Shares	66667		66667	D		
Option (right to buy)	\$33.67								2/26/2021	2/25/2026	Common Shares	40000		40000	D	
Restricted Share Units	(3)							(4)	(4)	Common Shares	17820		17820	D		
Dividend Equivalent Rights	(5)	6/30/2020		A		185.9115		(6)	(6)	Common Shares	185.9115	\$0.00	2119.0056	D		
Restricted Share Units	(3)							(7)	(7)	Common Shares	8013		8013	D		
Dividend Equivalent Rights	(5)	6/30/2020		A		82.4011		(8)	(8)	Common Shares	82.4011	\$0.00	824.5142	D		
Option (right to buy)	\$58.44								2/23/2023	2/22/2028	Common Shares	40000		40000	D	
Restricted Share Units	(3)							(9)	(9)	Common Shares	5757		5757	D		
Dividend Equivalent Rights	(5)	6/30/2020		A		58.4522		(10)	(10)	Common Shares	58.4522	\$0.00	512.003	D		
Option (right to buy)	\$64.75								2/22/2024	2/21/2029	Common Shares	30000		30000	D	
Restricted Share Units	(3)							(11)	(11)	Common Shares	5372		5372	D		
Dividend Equivalent Rights	(5)	6/30/2020		A		52.8529		(12)	(12)	Common Shares	52.8529	\$0.00	296.4755	D		
Option (right to buy)	\$66.31								2/21/2025	2/20/2030	Common Shares	56000		56000	D	
Restricted Share Units	(3)							(13)	(13)	Common Shares	2715		2715	D		
Dividend Equivalent Rights	(5)	6/30/2020		A		25.9347		(14)	(14)	Common Shares	25.9347	\$0.00	66.492	D		
Performance Share Units	(15)								2/21/2025	2/21/2025	Common Shares	40000		40000	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Dividend Equivalent Rights	(16)	6/30/2020		A		382.0944		(17)	(17)	Common Shares	382.0944	\$0.00	979.6238	D	

Explanation of Responses:

- (1) Each Restaurant Brands International Limited Partnership exchangeable unit is convertible, at the Reporting Person's election, into common shares of Restaurant Brands International Inc. or a cash amount equal to a prescribed cash amount determined by reference to the weighted average trading price of Restaurant Brands International Inc.'s common shares on the New York Stock Exchange for the 20 consecutive trading days ending on the last business day prior to the exchange date, at the sole discretion of the general partner of Restaurant Brands International Limited Partnership (subject to the consent of the Restaurant Brands International Inc. conflicts committee, in certain circumstances). This conversion right has no expiration date.
- (2) These options are immediately exercisable.
- (3) Each restricted share unit represents a contingent right to receive one common share.
- (4) These restricted share units vest on December 31, 2020.
- (5) Each whole dividend equivalent right represents a contingent right to receive one common share.
- (6) These dividend equivalent rights accrued on the 2016 restricted share unit award (the "2016 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2016 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2016 RSUs to which they relate.
- (7) These restricted share units vest on December 31, 2021.
- (8) These dividend equivalent rights accrued on the 2017 restricted share unit award (the "2017 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2017 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2017 RSUs to which they relate.
- (9) These restricted share units vest on December 31, 2022.
- (10) These dividend equivalent rights accrued on the 2018 restricted share unit award (the "2018 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2018 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2018 RSUs to which they relate.
- (11) These restricted share units vest on December 31, 2023.
- (12) These dividend equivalent rights accrued on the 2019 restricted share unit award (the "2019 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2019 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2019 RSUs to which they relate.
- (13) These restricted share units vest on December 31, 2024.
- (14) These dividend equivalent rights accrued on the 2020 restricted share unit award (the "2020 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2020 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2020 RSUs to which they relate.
- (15) The shares reported represent an award of performance based restricted share units ("2020 PBRsUs") granted to the Reporting Person. The 2020 PBRsUs will have a performance period beginning January 1, 2020 and ending December 31, 2022 and to the extent earned will vest 100% on February 21, 2025, which is the fifth anniversary of the grant date. The number of common shares that will be earned at the end of the performance period is subject to increase or decrease based on the results of the performance condition.
- (16) Each whole dividend equivalent right represents a contingent right to receive one common share, subject to increase or decrease based on the results of the Issuer performance condition.
- (17) These dividend equivalent rights accrued on the 2020 PBRsUs. Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2020 PBRsUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2020 PBRsUs to which they relate.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHWAN AXEL MR 130 KING STREET WEST SUITE 300 TORONTO, A6 M5X 1E1			Pres., Tim Hortons Americas	

Signatures

/s/ Michele Keusch, as Attorney-in-Fact for Axel Schwan

7/2/2020

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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